of delivery to consignee and acknowledged liability if they had been injured through its negligence, *Shoemaker* v. *Adams Express Co.*, 51 Pa. Sup. Ct. 284; *Kelly* v. *So. Ry. Co.*, 84 S. C. 294. Or where the goods have been totally destroyed by fire while in the possession of the carrier, *Drake* v. *Nashville etc. R.* 125 Tenn. 627, 148 S. W. 214. But it has been held in several cases that if *after* the property has been delivered, knowledge of the injury is brought to the attention of the carrier and it negotiates for a settlement of the claim, this does not operate as a waiver of the stipulation for written notice, *Clegg* v. *St. Louis & S. F. R. Co.*, 203 Fed. 970; *Kidwell* v. *Oregon*, 208 Fed. 1. The court in the *Baldwin* case attempts to distinguish the two federal cases above on the grounds that here the carrier had knowledge of the injury before the cattle were removed from the cars. But it is difficult to see how knowledge, whether before or after removal, can effect a waiver of a contractual requirement of written notice of what the plaintiff's claim will be.

CONSTITUTIONAL LAW—DISCRIMINATION AGAINST ALIEN LABOR ON PUBLIC WORKS.—A statute of the state of New York provides that in the construction of public works by the state or a municipality only citizens of the United States shall be employed. The Public Service Commission of New York City awarded contracts for the construction of street-car lines, and inserted the provisions of this statute into the contracts, stipulating that a violation of the statute be followed by a forfeiture of the contracts. Complainants are contractors, working under such contracts, and bring a bill in equity to restrain the Commission from forfeiting their contracts, alleging the necessity of employing alien labor, and seeking to avoid the statute on the ground that it denies to employers (on public works) and employees the equal protection of the laws. It was *held* that "it belongs to the state, as guardian of its people, and having control of its affairs, to prescribe the conditions upon which it will permit public work to be done in its behalf", and that the statute did not fall within the condemnation of the fourteenth amendment. *Heim et al.* v. *McCall, et al.*, 36 Sup. Ct. 78.

This case stands on a different ground from those cases where the alien is denied equal opportunity for employment generally, represented by *Truax v. Raich*, 36 Sup. Ct. 7, commented on in 14 MICH. L. REV. 152; *In Re Tiburcio Parrott*, 1 Fed. 481; *Ex Parte Case*, 20 Idaho 128, 116 Pac. 1037. In the *Truax* case a law prohibiting the employment of aliens, except as to 20% of the force employed, was held to deny aliens the equal protection of the laws. That case fell clearly within the prohibition of the constitution. The instant case also discriminates against aliens; no alien can be employed in any public work. But the cases are distinguishable. The former is a law affecting all employments, and practically depriving non-citizens of the chance for employment in the entire state. The latter case prevents employment only on public works, and thus leaves the whole field of private industry where employment may be sought. A more vital distinction perhaps is this, that in the

former case the state acts in a sovereign capacity and prohibits the employment of aliens in any industry operated by individuals within its jurisdiction; in the latter the state takes the part of an employer saying whom he will or will not employ. The state is said to have the same right as any other employer in determining with whom it will contract. A dual capacity is exercised by the state: with reference to its citizens and their business it is a sovereign, exercising legislative power, which must be exercised within the constitutional bounds; as to its own business and activities, it is like any other corporation which employs labor, exercising directory power. It would seem that the only question in the latter case would be whether the state may engage in the activity in question. If that power is conceded, it ought to be able to execute the work in whatever manner and under whatever conditions it sees fit. To prescribe conditions under which public work is to be done, would seem to be exclusively within the discretion of the legislature and beyond the power of the courts to review, if it be conceded that the legislature may undertake the public work with reference to which it prescribes the conditions. The power of the state to make such regulations has been upheld in *Atkin* v. *Kansas,* 191 U. S. 207; of the federal government in *Ellis* v. *United States,* 206 U. S. 246. These cases would seem to be somewhat different from the cases of *Patsone* v. *Pennsylvania,* 232 U. S. 138, 58 L. Ed. 39; *McCready* v. *Virginia,* 94 U. S. 391, 24 L. Ed. 248; see also *Geer* v. *Connecticut,* 161 U. S. 519, 40 L. Ed. 793. In the latter cases courts passed upon state statutes which prohibited non-citizens of the state from participating in the natural resources of the state, e. g. fish and game. These laws were upheld on the ground that the property in these resources was vested in the state, and the state could distribute them to whom it pleased. The giving of employment doubtless differs from the distribution of property, but the result in the principal case is consistent with sound constitutional principle.

CORPORATIONS—NOTICE OF STOCKHOLDERS' MEETINGS.—The M. company was organized under a statute which required the holding of an annual election "at such time and place as the board of directors might designate," and also the giving of personal notice to each stockholder at least fifteen days prior to the meeting. A by-law was enacted which provided for the holding of said meeting, in the office of the company, on the eighteenth of each December. For forty-two years the stockholders, without demanding or receiving any personal notice, assembled on the day so specified for the purpose of electing directors and transacting routine business. At one of these meetings, plaintiff being present, objecting to the meeting and refusing to participate, defendant was elected director. *Held,* that the defendant was usurping the office of which he claimed to be the incumbent. *People ex rel Carus* v. *Matthiessen,* (Ill. 1915) 109 N. E. 1056.

At common law the proceedings of a corporate meeting were entirely nugatory, unless notice of the meeting was actually given to every stock-